

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

NAVIGATOR CAPITAL PARTNERS, L.P.,  
on behalf of itself and all others similarly situated,

Plaintiff,

- against -

BEAR STEARNS ASSET MANAGEMENT  
INC., *et al.*,

Defendants.

FIC, L.P., individually, and on behalf of all others  
similarly situated,

Plaintiff,

- against -

BEAR STEARNS ASSET MANAGEMENT  
INC., *et al.*,

Defendants.

GEOFFREY VARGA and WILLIAM  
CLEGHORN, *et al.*,

Plaintiffs,

- against -

THE BEAR STEARNS COMPANIES, INC.,  
*et al.*,

Defendants.

07-CV-07783 (AKH)

07-CV-11633 (AKH)

08-CV-03397 (AKH)

NOTICE OF MOTION

PLEASE TAKE NOTICE that upon the Declaration of Marjorie E. Sheldon,

sworn to October 30, 2008, the exhibits annexed thereto, and the accompanying memorandum of law, defendants The Bear Stearns Companies, Inc. (now known as The Bear Stearns Companies LLC), Bear Stearns Asset Management Inc., Bear Stearns & Co. Inc. (now known as JPMorgan

Securities Inc.), Bear Stearns Securities Corp. (now known as JPMorgan Clearing Corp.), Barry Cohen, Gerald Cummins, David Sandelovsky, Greg Quental, Michael Guarasci and George Buxton (collectively the "Bear Stearns Defendants") will move this Court, before the Honorable Alvin K. Hellerstein, at the United States Court House, 500 Pearl Street, New York, New York 10007, on January 7, 2009 at 10:00 a.m., for an Order, pursuant to Fed. R. Civ. P. 12(b)(6), 23.1 and 9(b), dismissing the claims asserted against the Bear Stearns Defendants in the above-captioned actions and granting such other relief as the Court deems just and proper.

Dated: New York, New York  
October 30, 2008

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By: /s/ Barry H. Berke  
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and Michele Wilson-Clarke

**EXHIBIT**  
**TO**  
**NOTICE OF MOTION**

TABLE OF CONTENTS TO THE  
BEAR STEARNS DEFENDANTS' MOTION TO DISMISS  
THE AMENDED COMPLAINTS IN *FIC, NAVIGATOR* AND *VARGA*

Declaration of Marjorie E. Sheldon

- Exhibit A     The Amended Complaint in *FIC, L.P. v. Bear Stearns Asset Management Inc., et al.*, dated June 16, 2008.
- Exhibit B     The Amended Complaint in *Varga v. The Bear Stearns Companies, Inc., et al.*, dated June 30, 2008.
- Exhibit C     The Amended Complaint in *Navigator Capital Partners, L.P. v. Bear Stearns Asset Management Inc., et al.*, dated August 12, 2008.
- Exhibit D     The Confidential Private Placement Memorandum for Bear Stearns High-Grade Structured Credit Strategies, L.P., dated August 31, 2004.
- Exhibit E     The Confidential Private Placement Memorandum for Bear Stearns High-Grade Structured Credit Strategies, L.P., dated August 2006.
- Exhibit F     The Preliminary Confidential Private Placement Memorandum for Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage Fund, L.P., dated June 30, 2006.
- Exhibit G     The Confidential Offering Memorandum for Bear Stearns High-Grade Structured Credit Strategies (Overseas) Ltd., dated October 31, 2004.
- Exhibit H     The Confidential Offering Memorandum for Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage (Overseas) Ltd., dated August 2006.
- Exhibit I     The Bear Stearns High-Grade Structured Credit Strategies, L.P. Amended and Restated Limited Partnership Agreement, dated as of August 31, 2006.
- Exhibit J     The Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage Fund, L.P. Amended and Restated Limited Partnership Agreement, dated as of July 31, 2006.
- Exhibit K     The Amended and Restated Investment Management Agreement by and between Bear Stearns High-Grade Structured Credit Strategies (Overseas) Ltd., and Bear Stearns Asset Management Inc., dated as of August 31, 2004.
- Exhibit L     The Amended and Restated Investment Management Agreement by and between Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage (Overseas) Ltd., and Bear Stearns Asset Management Inc., dated as of June 30, 2006.

- Exhibit M     The Bear Stearns High-Grade Structured Credit Strategies, L.P. Subscription Agreement for Limited Partnership Interests, signed by Navigator Capital Partners, L.P., dated August 25, 2004.
- Exhibit N     The Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage Fund, L.P. Subscription Agreement for Limited Partnership Interests, signed by FIC L.P., dated July 17, 2006.
- Exhibit O     The Bear Stearns High-Grade Structured Credit Strategies (Overseas) Ltd. Subscription Agreement for Redeemable Participating Non-Voting Shares.
- Exhibit P     The Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage (Overseas) Ltd. Subscription Agreement for Redeemable Participating Non-Voting Shares.
- Exhibit Q     The Articles of Association of Bear Stearns High-Grade Structured Credit Strategies (Overseas) Ltd., Amended and Restated by Special Resolution dated October 1, 2003.
- Exhibit R     The Memorandum & Articles of Association of Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage (Overseas) Ltd., Amended and Restated by Special Resolution dated May 10, 2006.
- Exhibit S     Letter from BSAM to investors, dated November 17, 2007.